

EXHIBIT B

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

SIRI DIAZ, CAROLYN SIEGEL, TALIA BUMB,
BLERTA VIKKI, DANIELLE OWIMRIN, on
behalf of themselves and all others similarly
situated,

Plaintiffs,

-against-

SCORES HOLDING COMPANY, INC.; GO
WEST ENTERTAINMENT, INC. a/k/a SCORES
WEST SIDE; and SCORES ENTERTAINMENT,
INC., a/k/a SCORES EAST SIDE.

Defendants.

No. 07-8718 (RMB)

DECLARATION OF SIRI DIAZ

I, Siri Diaz, declare, upon personal knowledge and under penalty of perjury, pursuant to 28 U.S.C. Section 1746, that the following is true and correct:

1. I worked at Scores' West Side location from approximately August 2006 through approximately February 2007.
2. During my employment with Scores, I worked as a bartender.
3. Throughout my employment with Scores, I was paid less than the minimum wage. Upon information and belief, Scores paid me about \$4.60 per hour. Copies of some of my paystubs are attached as Exhibit A.
4. Nobody at Scores ever informed me about a federal law regarding a tip credit at any time during my employment at Scores. Nobody at Scores ever told me that I would be paid less than the minimum wage because I would receive tips. Nobody at Scores ever told me that my tips would be used as a credit against the minimum wage that Scores was required to pay me. When I started working at Scores and during the entire

course of my employment, nobody ever gave me or showed me a copy of any laws, rules, or regulations regarding the tip credit and minimum wages. While working at Scores, I never saw any posters, signs, or notices regarding any law, rule, or regulation regarding the tip credit or an employer's deductions from wages and tips.

5. Throughout my employment at Scores, I was not allowed to retain all of the tips that I received.

6. During my employment at Scores, I received a portion of my tips in Diamond Dollars. Diamond Dollars are imitation currency in denominations of \$20.00 that customers can buy from Scores using their credit cards.

7. Many customers used Diamond Dollars to tip workers, including other bartenders like me, as well as cocktail servers, servers, and dancers.

8. When workers, like other bartenders and me, presented Scores with the Diamond Dollars we received as tips and asked Scores to exchange them for cash, Scores deducted and retained a portion of those tips. Scores paid workers only 90 cents on the dollar – it took \$2.00 for itself out of each \$20 Diamond Dollar we earned.

9. Scores made it difficult for me and other workers to exchange Diamond Dollars for cash. It permitted us to cash-in our Diamond Dollars only during designated times (usually a one-hour window on a weekday) and only through designated personnel. When I tried to exchange my Diamond Dollars for cash at other times, Scores rebuffed me. Scores' policies and practices with respect to Diamond Dollars apply in the same manner to all workers who receive Diamond Dollars as tips, including all dancers, servers, cocktail servers, and bartenders.

10. Some days, I worked shifts lasting longer than 10 hours. Scores never paid me an extra hour of wages at the basic minimum hourly wage rate for each day during which I worked more than 10 hours.

11. During some weeks, I worked more than 40 hours. Scores did not pay me at a rate of time and one half for all of the hours I worked over 40 per week.

12. During a meeting in January, my manager Chris Oshar gave me an employee handbook, which I have attached as Exhibit B, and told me that the rules in it applied to me.

13. Scores enforced a strict uniform policy, requiring all servers to wear a corset, a skirt or skort, stockings, and knee-length boots.

14. Scores did not permit me to wear "street clothes" to work.

15. Occasionally, Scores held theme nights and required bartenders, including me, to wear uniforms consistent with the theme. For example, during my employment, Scores held a Halloween-themed week, requiring bartenders to wear a costume each night of the week. For the Superbowl, Scores required bartenders to wear a sports jersey uniform.

16. Scores never reimbursed me or, to my knowledge, any other worker for the cost of purchasing, laundering, or maintaining uniforms.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
January 16, 2008

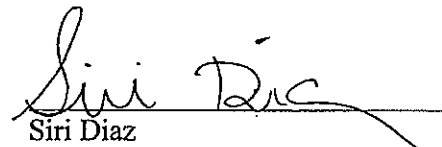

Siri Diaz

Exhibit A

EMPLOYEE NAME				EMP NO.	DEPT	CLOCK #	CONTROL NUMBER	EMPLOYER NAME	
DIAZ, SIREN				3002	300	1207-163150/20276	GO WEST ENTERTAINMENT, INC.		
SS NUMBER	PWT EXEMP	SWT EXEMP	CHECK #	PERIOD END	CHECK DATE	DEDUCTIONS & REIMBURSEMENTS		MISCELLANEOUS	
158-76-3002	S-0	NY-S-0	1105	11/19/06	12/08/06				
EARNINGS									
DESCRIPTION	PAY RATE	HRS/MIN	CURRENT	YEAR TO DATE	DESCRIPTION	CURRENT	YEAR TO DATE		
REGULAR	4.350	65.55	285.12	746.77	SOCIAL SECURITY	193.92	679.05		
TIPS			2,678.81	6,427.39	MEDICARE	46.35	112.02		
CC TIP			163.93	552.28	TEN	102.67	405.08		
					NEW YORK SHI		40.02		
					NEW YORK SDI	1.20	4.80		
					NY-NEW YORK CITY	105.92	240.94		
					TIPS	2,678.81	6,427.39		
TOTAL			3,127.88	7,726.44	TOTAL		-3,127.88	NET PAY	
MESSAGE								0.00	

PLEASE VERIFY YOUR NAME, ADDRESS AND SOCIAL SECURITY NUMBER!!! NAME AND SOCIAL MUST MATCH IRS FILES TO ENSURE PROPER CREDIT

PAYROLL BY **CompuPay**

THE BACK OF THIS DOCUMENT CONTAINS AN ARTIFICIAL WATERMARK • HOLD AT AN ANGLE TO VIEW

GO WEST ENTERTAINMENT, INC.
300 62ND STREET, 2ND FLOOR
NEW YORK, NY 10019

DATE: 12/08/06

PAYROLL CHECK #

AMOUNT

PAY ***00/100 DOLLARS***

TO THEY SIRE DIAZ
ORDER 300 62ND STREET
OF WEST NEW YORK, NY 10019

1001115 026013576 1500424660

EMPLOYEE NAME		EMP NO	DEPT	CLOCK IN	CONTROL NUMBER	EMPLOYER NAME	
01A7 SIRT		3002	3002		P-0104-163542-202765	MCS ENTERTAINMENT, INC	
NUMBER	EXT EXEMPT	SWT EXEMPT	PERIOD END	CHECK DATE			
158-76-1062	S-01	N	12/31/03	201/05/07			
EARNINGS				DEDUCTIONS & REIMBURSEMENTS			
DESCRIPTION	PAY RATE	HOURS	CURRENT	YEAR TO DATE	DESCRIPTION	CURRENT	YEAR TO DATE
REGULAR	4.600	18.00	82.80	36.80	SOCIAL SECURITY	26.84	26.84
TIPS			22.50	942.30	MEDICARE	16.40	16.40
REGTIP			131.20	131.20	FED TAX	16.40	55.16
					NEW YORK SD	11.20	11.20
					NY NEW YORK CITY	26.80	26.80
					TIPS	942.30	942.30
TOTAL				1,110.30	TOTAL		
MESSAGE				1,110.30	NET PAY		
					0.00		

PAYROLL BY **CompuPay**

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CO. WEST ENTERTAINMENT, INC.
523-535 WA 27TH STREET 2ND FLOOR
NEW YORK, NY 10001

STENAMUR RESBAN

DATE

Q 12/02/05/0

PAYROLL

1. *Journal of the American Medical Association*, 1990; 263: 1025-1026.

THE UNIVERSITY OF CHICAGO

41-58861-1

Figure 1



AVOID FILTER FEEDING

100



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1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2176, 2177, 2178, 2179, 2180, 2181, 2182, 2183, 2184, 2185, 2186, 2187, 2188, 2189, 2190, 2191, 2192, 2193, 2194, 2195, 2196, 2197, 2198, 2199, 2200, 2201, 2202, 2203, 2204, 2205, 2206, 2207, 2208, 2209, 2210, 2211, 2212, 2213, 2214, 2215, 2216, 2217, 2218, 2219, 2220, 2221, 2222, 2223, 2224, 2225, 2226, 2227, 2228, 2229, 2230, 2231, 2232, 2233, 2234, 2235, 2236, 2237, 2238, 2239, 2240, 2241, 2242, 2243, 2244, 2245, 2246, 2247, 2248, 2249, 2250, 2251, 2252, 2253, 2254, 2255, 2256, 2257, 2258, 2259, 2260, 2261, 2262, 2263, 2264, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2302, 2303, 2304, 2305, 2306, 2307, 2308, 2309, 2310, 2311, 2312, 2313, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2321, 2322, 2323, 2324, 2325, 2326, 2327, 2328, 2329, 2330, 2331, 2332, 2333, 2334, 2335, 2336, 2337, 2338, 2339, 2340, 2341, 2342, 2343, 2344, 2345, 2346, 2347, 2348, 2349, 2350, 2351, 2352, 2353, 2354, 2355, 2356, 2357, 2358, 2359, 2360, 2361, 2362, 2363, 2364, 2365, 2366, 2367, 2368, 2369, 2370, 2371, 2372, 2373, 2374, 2375, 2376, 2377, 2378, 2379, 2380, 2381, 2382, 2383, 2384, 2385, 2386, 2387, 2388, 2389, 2390, 2391, 2392, 2393, 2394, 2395, 2396, 2397, 2398, 2399, 2400, 2401, 2402, 2403, 2404, 2405, 2406, 2407, 2408, 2409, 2410, 2411, 2412, 2413, 2414, 2415, 2416, 2417, 2418, 2419, 2420, 2421, 2422, 2423, 2424, 2425, 2426, 2427, 2428, 2429, 2430, 2431, 2432, 2433, 2434, 2435, 2436, 2437, 2438, 2439, 2440, 2441, 2442, 2443, 2444, 2445, 2446, 2447, 2448, 2449, 2450, 2451, 2452, 2453, 2454, 2455, 2456, 2457, 2458, 2459, 2460, 2461, 2462, 2463, 2464, 2465, 2466, 2467, 2468, 2469, 2470, 2471, 2472, 2473, 2474, 2475, 2476, 2477, 2478, 2479, 2480, 2481, 2482, 2483, 2484, 2485, 2486, 2487, 2488, 2489, 2490, 2491, 2492, 2493, 2494, 2495, 2496, 2497, 2498, 2499, 2500, 2501, 2502, 2503, 2504, 2505, 2506, 2507, 2508, 2509, 2510, 2511, 2512, 2513, 2514, 2515, 2516, 2517, 2518, 2519, 2520, 2521, 2522, 2523, 2524, 2525, 2526, 2527, 2528, 2529, 2530, 2531, 2532, 2533, 2534, 2535, 2536, 2537, 2538, 2539, 2540, 2541, 2542, 2543, 2544, 2545, 2546, 2547, 2548, 2549, 2550, 2551, 2552, 2553, 2554, 2555, 2556, 2557, 2558, 2559, 2560, 2561, 2562, 2563, 2564, 2565, 2566, 2567, 2568, 2569, 2570, 2571, 2572, 2573, 2574, 2575, 2576, 2577, 2578, 2579, 2580, 2581, 2582, 2583, 2584, 2585, 2586, 2587, 2588, 2589, 2590, 2591, 2592, 2593, 2594, 2595, 2596, 2597, 2598, 2599, 2600, 2601, 2602, 2603, 2604, 2605, 2606, 2607, 2608, 2609, 2610, 2611, 2612, 2613, 2614, 2615, 2616, 2617, 2618, 2619, 2620, 2621, 2622, 2623, 2624, 2625, 2626, 2627, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2672, 2673, 2674, 2675, 2676, 2677, 2678, 26

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PAY ***00/100 DOLLARS

TO THE STIR DIAZ

ORDER OF 409 62ND STREET

WEST NEW YORK, NY 07093

001250 026013576 1500771840

EMPLOYEE NAME		EMP NO	DEPT	CLOCK	CONTROL NUMBER	EMPLOYER NAME	
DIAZ, SIRT		3002	300	355	SP-0201-161840/202765	RCO BEST ENTERTAINMENT, INC.	
NUMBER	AVT EXEM	SWT EXEM	CHECK #	PERIOD END	CHECK DATE	DEDUCTIONS & REIMBURSEMENTS	
1587653002	S-0-E	NY S-0-E	1392	01/28/07	02/02/07	MISCELLANEOUS	
EARNINGS				DEDUCTIONS & REIMBURSEMENTS			
DESCRIPTION	PAY RATE	HOURS	CURRENT	HEALTH DATE	DESCRIPTION	CURRENT	EMPLOYEE
REGULAR	16.00	171.00	2736.80		SOCIAL SECURITY	161.04	557.72
TIME			188.98		MEDICARE	32.90	83.72
OT			622.83		STATE	304.50	906.31
CHILD			463.19		NEW YORK STATE	1.75	73.23
					NEW YORK STATE	41.20	1.00
					NY NEW YORK CITY	72.03	175.10
					TIPS	1,622.53	4,171.79
TOTAL				2,274.90	5,775.75	TOTAL	-2,274.90
MESSAGE				NET PAY 0.00			

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CO. WEST ENTERTAINMENT, INC.

583-525-4627/4841 SHIRAZ-2ND TR300

NEW YORK NY 10001

PAY: \$200/200 DOLLARS

TO THE SIRE DEAZ

ORDER 102 AND 103 RE

WEST NEW YORK, N.J. (AP) —

001392 026013576 1500771840

GO WEST ENTERTAINMENT, INC.

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500893

DIAZ, SIRI

3002

300

158-78-3002

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10-08-2006 10-27-2006

REGULAR
TIPS
CCTIP

4.350

27.51

119.67

801.90

29.26

SOCIAL SECURITY
MEDICARE
FWT
SDI
LWT
TIPS

58.95

58.95

13.79

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801.90

P/R 10/9 - 10/22

~~P/R 10/16 - 10/29~~

950.83

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0.00

GO WEST ENTERTAINMENT, INC.

SIGNATURE BANK
NEW YORK CITY, NY 10017
1-1357/260

500893

10-27-2006

50893

DATE

AMOUNT

\$0.00

~~P/R 10/16 - 10/29~~
~~P/R 10/9 - 10/22~~

Zero Dollars and Zero Cents

TO THE
ORDER
OF:SIRI DIAZ
309 62ND STREET
WEST NEW YORK, NY 07093

AUTHORIZED SIGNATURE

" 500893 " 1026013576 1500771840 "

P225

GO WEST ENTERTAINMENT, INC.

** Office Generated **

501019

DIAZ, SIRI

3002 300

158-76-3002 S 0 NY 0 1019 10-08-2008 11-10-2008

REGULAR
TIPS
CCTIP

4.350 31.56

137.29

859.99

89.32

SOCIAL SECURITY
MEDICARE

67.37

15.76

116.47

1120

25.81

859.99

67.37

15.76

116.47

1120

25.81

859.99

P/R 10/23-11/5

1320
300
100
250
1030
1086.60

1,086.60

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0.00

GO WEST ENTERTAINMENT, INC.

SIGNATURE BANK
NEW YORK CITY, NY 10017
1-33577280

501019

P/R 10/23-11/5

11-10-2008

1019

DATE

AMOUNT

\$0.00

Zero Dollars and Zero Cents

TO THE
ORDER
OF:

SIRI DIAZ
309 62ND STREET
WEST NEW YORK, NY 07093

[Handwritten signature]

AUTHORIZED SIGNATURE

501019 026013576 1500771840

P226

GO WEST ENTERTAINMENT, INC.

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DIAZ, SIRI 3002 300

158-76-3002 S. O NY O 50400 05-21-2006 09-15-2006

REGULAR	4.350	14.03	51.03	SOCIAL SECURITY	-24.44	24.44
TIPS			306.70	MEDICARE	-5.71	5.71
CGTIP			26.40	FVT	-30.08	30.08
				SWT	-5.03	5.03
				SDI	-1.20	1.20
				LWT	-3.83	3.83
				TIPS	-306.70	306.70

P/R 8/28 - 9/10

P227
47.14

EMPLOYEE NAME		EMP ID	DEPT	CLOCK #	CONTROL NUMBER		EMPLOYER NAME	
DIAZ, STRICKLAND, J.		3002	3002	15	P-0715-154817-20276		RECONSTRUCTION ENTERTAINMENT, INC.	
NUMBER	RT EXEMPT	NT EXEMPT	CHECK #	PERIOD END	CHECK DATE	DEDUCTIONS & REIMBURSEMENTS		MISCELLANEOUS
158-76-3002	S-01	NY S-01	1471	10/14/07	10/21/07			
EARNINGS					DESCRIPTION	CURRENT	YEAR TO DATE	
REGULAR	4.600	1,311.12	143.20	591.57	SOCIAL SECURITY	69.37	427.34	
TIPS			697.33	4,869.12	MEDICARE	16.22	99.97	
GCTIP			8278.36	1,431.93	NEW YORK SHT	38.18	1,045.09	
					NEW YORK SDI	35.00	116.35	
					NY-NEW YORK CHS	1.20	16.60	
					TIPS	27.01	202.20	
						697.33	4,869.12	
TOTAL			1,118.89	6,892.62	TOTAL	-992.31	NET PAY	126.58
MESSAGE								

EMPLOYEE NAME				EMP NO	DEPT	DATE	CONTROL NUMBER	EMPLOYER NAME	
DIAZ, SIMON				5002	5002	12/27/06	12-1-12-1608/20-76	160 WEST ENTERTAINMENT INC	
SS NUMBER				CHECK #	PERIOD END	CHECK DATE			
158-76-3002				1184	12/31/06	12/27/06			
EARNINGS						DEDUCTIONS & REIMBURSEMENTS		MISCELLANEOUS	
DESCRIPTION	PAY RATE	HRS/UNITS	CURRENT	YEAR TO DATE	DESCRIPTION	CURRENT	YEAR TO DATE		
REGULAR	4.550	1.55 * 28	705.40	9,258.40	SOCIAL SECURITY	66.72	738.60		
OTPS			512.00	9,429.21	MEDICARE	15.60	172.72		
CC TIP			2,410.69	1,135.16	TENNYSON	132.00	804.16		
					NEWS/DRY SHIRT	40.07	119.93		
					NEW YORK CITY	10.20	9.68		
					NY NEW YORK CITY	25.43	338.27		
					OTPS	512.00	9,429.21		
TOTAL			1,076.16	11,912.77	TOTAL	-793.02	NET PAY	283.1	

MESSAGE PLEASE VERIFY YOUR NAME, ADDRESS AND SOCIAL SECURITY NUMBER!!! NAME AND SOCIAL MUST MATCH IRS FILES TO ENSURE PROPER CREDI

GO WEST ENTERTAINMENT, INC.

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DIAZ, SIRI 3002 300

158-76-3002 S 0 NY 0 1614 01-28-2007 01-19-2007

REGULAR	4.600	48.41	222.69	SOCIAL SECURITY	148.09	489.02
TIPS			1,606.66	MEDICARE	34.63	114.36
CCTIP			559.18	FWT	446.84	1,483.38
				SWT	73.35	346.89
				SDI	72.40	4.80
				LWT	76.45	259.51
				TIPS	1,606.66	4,155.62

2,388.53

7,887.36

2,388.53

0'00

GO WEST ENTERTAINMENT, INC.

SIGNATURE BANK
NEW YORK CITY, NY 10017
1-357/260

501614

01-19-2007

1614

DATE

AMOUNT

\$0.00

Zero Dollars and Zero Cents

TO THE
ORDER
OF:SIRI DIAZ
309 62ND STREET
WEST NEW YORK, NY 07093

AUTHORIZED SIGNATURE

⑈ 501614 ⑈ ⑆ 026013576 ⑆ 1500771840 ⑈

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Exhibit B



EMPLOYEE HANDBOOK

Produced by: Scores/Updated - January 2007

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INTRODUCTION

PRELUDE

The information provided in this handbook is made available to all present and future employees and other personnel of 333 East 60th Street, Inc and Go West Entertainment, Inc. in an effort to provide as much information as possible concerning company policies, practices, benefits, and rules of conduct. This handbook should not, however, be considered as the only or final source of information available.

All benefits and regulations are reviewed regularly by management. Therefore, the contents of this handbook will be updated periodically.



LETTER FROM
RICHARD GOLDRING AND ELLIOT OSHER

Welcome New Employee,

It is our sincere pleasure to personally extend to you a warm and hearty welcome to the Scores family and congratulate you on your new position.

We are extremely proud of our organization, particularly our dedicated and professional staff, which you are now a member. A great number of our employees started out with us from the inception in 1991. We ask that you give one hundred percent during your training period and read this handbook carefully in order to get started on the right "track" with us.

We look forward to meeting you and would like to take this opportunity to once again, welcome you into the Scores family. We wish you much happiness and success with your new challenge and position.

Sincerely yours,

Richard Goldring and
Elliot Osher, Owners

Welcome to Scores!

Congratulations on your decision to join the #1 team in the entertainment/nightclub business. You have chosen a company that has earned the reputation for providing the highest quality entertainment, service, and hospitality since 1991. We are justifiably proud of our record, and of the achievement of our employees and other personnel who have made us the #1 gentlemen's club in the United States. We hope your association with this group of women and men will afford you a satisfying career. Your individual role can be as great as you choose to make it. The rewards will equal your own personal efforts and reflect your commitment to providing excellence to our guests.

We are renowned for "the most beautiful girls in the world", our first class restaurant and bar operations and, of course, our warm and caring commitment to our clientele.

Regardless of your position here at Scores, you are a vital member of our team. Each and every member makes a contribution to the whole, that is Scores. Your individual contribution to the whole is imperative... It enables Scores to provide the highest degree of professionalism, service, ambiance and cuisine, while imparting to each of our guests a warmth, a genuine caring attitude and sincere knowledge that we are happy that they are here at Scores.

We feel that we are unique... different from other gentlemen's clubs. We feel that you are unique as well, and that you can help us maintain our position of preeminence by your own individual professionalism and caring attitude.

Caring is what we are all about and serving is what we do... with pleasure. We are proud to have you join our team and we know you can help us achieve our goal of providing the best entertainment, service and food with the highest degree of caring to the greatest clientele in the world.

The Company:

Opened in 1991, Scores has become the preeminent adult entertainment club in the United States. Scores offers adult nightclub entertainment with topless dancing, a gourmet quality restaurant and bar operations. Scores caters primarily to businessmen and professionals who entertain more frequently than the average person and who tend to have greater disposable income.

The well established name recognition of Scores will assist it's expansion programs with the company positioned to become the "Planet Hollywood" or "Hard Rock Café" of the sophisticated adult entertainment market.

Scores has embarked on a large expansion program that will operate two distinct divisions that are in similar recurring revenue type businesses. One establishing company owned and operated club. The first of which opened in the new entertainment zone on New York's west-side in Chelsea. The second, establishing and operating managed/licensed clubs, the first of which opened in Illinois, Scores Chicago O'Hare.

The Operation Of The Club:

OUR OPERATING SCHEDULES, ADMISSION CHARGES, GROUP ADMISSION PACKAGES AND SCORES PROMOTIONAL CARDS ARE AS FOLLOWS...

CLUB OPERATIONAL HOURS

Eastside Wednesday: 5:00pm till 4:00am(Happy Hour)
Thursday through Tuesday: 7:00pm till 4:00am
Westside Thursday: 5:00pm till 4:00am(Happy Hour)
Friday through Wednesday: 8:00pm till 4:00am

SCORES EXECUTIVE DIAMOND HAPPY HOUR

Eastside on Wednesday/Westside on Thursday, 5:00pm till 8:00pm
Featuring \$10.00 reduced admission, two for one cocktails and our
detectable complimentary buffet.

SCORES RESTAURANT AND LOUNGE

Eastside.....

- Wednesday: 5:00pm till 2:00am
- Thursday through Tuesday: 7:00pm till 2:00am

With the exception of Sunday When the restaurant is closed.

Westside.....

- Thursday: 5:00pm till 2:00am
- Friday through Wednesday: 8:00pm till 2:00am

ADMISSION/MEMBERSHIP INFORMATION

ADMISSION

Eastside....

- Wednesday: 5:00pm to 8:00pm \$10.00 per person
- Thursday through Tuesday 7:00pm to 4:00am. \$30.00 per person

Westside....

- Thursday: 5:00pm to 8:00pm \$10.00 per person
- Friday through Wednesday: 8:00pm to 4:00am \$30.00 per person

RESTAURANT/HOTEL CARDS

Honor as stated on individual card.

RESTAURANT DINERS

There is no admission fee if a guest is dining in our Fine Dining Restaurant and Lounge. Inform the doorman so that he may escort the guest to the restaurant and introduce them to the Maitre' D.

SCORES PROUDLY PRESENTS...

LIVE CABARET de la FEMME
PERFORMANCES NIGHTLY

SCORES FEATURES ONE HUNDRED OF ITS GORGEOUS ENTERTAINERS IN FIVE NIGHTLY REVIEWS ON OUR MAIN STAGE IN THE SHOWROOM. NIGHTLY FEATURE REVIEW SHOW TIMES ARE: 9:00 P.M. ■ 10:00 P.M. ■ 11:00 P.M. ■ 12:00 MIDNIGHT ■ 1:00 A.M.

Scores offers to its guests...

Scores Restaurant and Lounge:

For quality executive dining we offer our guests a fine selection of wines and champagnes, a sumptuous selection of American and Continental cuisine.

Scores Executive Diamond Happy Hour

Eastside on Wednesday/Westside on Thursday, 5:00pm till 8:00pm
Featuring \$10.00 reduced admission, two for one cocktails and our
detectable complimentary buffet.

**The Presidents Club, Champagne Lounge and Private
Rooms:**

The Presidents Club, Champagne Lounge and our Private Rooms are areas reserved for our VIP guests and "high rollers" where they can enjoy the company of our entertainers, sample the world's most famous champagnes, caviar and cuisine in a more personal environment.

Personal Table Dances:

Scores is famous the world over for its selection of the finest "entertainers" in the country. Our guests can turn reality into fantasy with an up-close and personal table dance from one of our world renowned entertainers. Each table dance costs \$20.

Diamond Dollars:

To make tipping easier for our guests Scores offers its own in-house currency "Diamond Dollars". Diamond Dollars can be purchased at the Diamond Dollar booth located on the main floor and be used to pay for table dances and tipping our hospitality staff. Diamond Dollars may not be used for the purchase of food, beverages, admission or merchandise and cannot be redeemed for cash.

Cigar Humidor & Scores' Merchandise:

A large selection of the finest cigars made, such as Cohiba, Dunhill, Partagas, are available for purchase at our humidor located in the main lobby. We also offer personal cigar humidors for sale or rental, along with a fine selection of cigar paraphernalia. A full range of Scores' merchandise including hats, shirts, calendars and video tapes are available for purchase at the reception desk at the main entrance.

Scores Dress Code:

In order to keep the standards of dress in Scores to a high standard Scores does not allow guests admission to the club if they are wearing ripped jeans, shorts, sneakers or T-shirts. Collared shirts are required to be worn at all times and are available for purchase at reception. All coats and hats must be checked in our Coat Check upon entry. Gentlemen are **not** permitted to wear hats or caps in the club.

ITS SHOWTIME!

Make no mistake about it... This is show business Not Hollywood style exactly, but closer in spirit to Broadway. The moment you walk through the doors of Scores, your on stage, hit the lights... Its Showtime! You come to work looking great, just like you were going out on a date. You leave looking and feeling great as well. We are in the business of creating a fantasy for our guests. When you and the rest of our team look great, our guests feel great, and we all make a lot of money.

Always remember... were not just an adult entertainment club... were show business!

Showtime is an attitude. An attitude of anticipation and excitement which creates a spirit of enthusiasm within our staff that inspires positive guest interaction, and contributes to the fantasy that we create for our guests every night. It's your warm greeting, friendly smile, and your sincere courteous demeanor that express your "Showtime" attitude that makes the difference between and ordinary experience and the Scores' fantasy. It is taking pride in yourself, your work, and your confidence to project yourself. It is all about your guests and showing them that you care and that you appreciate them being here at Scores.

Showtime is your smile and your ability to share it. A smile is a sign of warmth and acceptance, it displays your positive attitude and commitment to having fun. When Scores staff has fun, so do our guests.

Showtime is leadership. By setting an example and providing support to each other you enable us to achieve our collective potential and be successful.

Showtime is teamwork, which demands respect and trust among all the Scores family. It is this trust and respect for our fellow employees that allows us to leave our worries and troubles behind when we come to work. It takes many actors to put on a production in the entertainment business... you are one of our stars.

Attitude. It is the combination of everyone's attitudes that create the enthusiasm, excitement and magic required to create and maintain the Scores fantasy. We make all the difference, not the spotlights, not the tables, not the chairs, and not the bars. We make the difference!
What time is it?

ITS SHOWTIME!

EMPLOYMENT AT SCORES

EMPLOYMENT AT SCORES

Scores believes that by providing employees with a positive and productive work environment, each of us will be able to contribute our best. We want to maintain a work environment free of disruption, harassment, and substance abuse, where all employees observe the highest work ethic.

This handbook does not constitute the terms of a contract of employment and should not be construed as a guarantee of continued employment. Scores adheres to the policy of employment-at-will, which means that employment with Scores may be terminated at any time by either the employee or the corporation for any reason not expressly prohibited by law. Any spoken or written representation to the contrary are invalid and should not be relied upon by any prospective or existing employee, with the sole exception of a written agreement signed by an authorized representative.

The policies contained in this handbook may be added to, deleted or changed by the company in its sole discretion.

This employee handbook describes important information about Scores. You should consult with your manager regarding any questions not answered in this handbook.

Employee Rights:

Scores has an open door policy to ensure that all employees are able to openly discuss their thoughts, ideas and problems in an atmosphere of trust and respect. If, at any time, you feel that you are being treated unfairly or your work problems are being disregarded, speak with Irving "Blitz" Bilzinsky, the owner or the General Manager. Your concerns will be handled promptly and confidentially. Score's believes that..

- Every employee is entitled to sensitive, concerned treatment.
- Every supervisor and manager must work to fully respond to employee and guest needs and feelings.

- Any employee who is not satisfied with a supervisor's response for an expressed complaint, request, or suggestion is entitled to appeal his/her case to a higher authority.
- Any employee can initiate the "appeal" process by asking his supervisor to jointly discuss the issue at hand with the club's General Manager and him or herself. If you are not satisfied with the response at this level you may contact the Vice President of operations at the corporate office.

Equal Employment Opportunity:

In order to provide equal employment and advancement opportunities to all individuals, employment decisions at Scores will be based on merit, qualifications and abilities. Scores does not discriminate in employment opportunities or practices on the basis of race, citizenship, ethnicity, color, religion, sex, veteran status, national origin, age, disability, sexual orientation, marital status, or any other characteristic protected by law. Scores equal opportunity employment efforts comply with applicable laws governing non-discrimination in employment.

In accordance with the Americans with Disabilities Act (ADA), Scores will make reasonable accommodations for qualified individuals with known disabilities unless doing so would result in an undue hardship to the organization. This policy governs all aspects of employment, including the selection, job assignment, compensation, discipline, termination and access to benefits and training.

You may discuss any questions or concerns regarding any type of discrimination in the workplace with any member of management. You can raise concerns and make reports without fear of reprisal. Anyone found to be engaging in any type of unlawful discrimination will be subject to disciplinary action up to and including termination of employment.

Harassment / Sexual Harassment:

Scores is committed to providing a work environment that is free of discrimination and unlawful harassment. Sexual harassment has been defined by government regulation as “unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature...when submission to such conduct is made, either explicitly or implicitly, a term or condition of an individual’s employment; (when) submission to or rejection of such conduct... is used as the basis for employment decisions affecting such individual; or... such conduct has the purpose or effect of creating a hostile, or offensive work environment.”

Actions, words, jokes, or comments based on an individual’s race, citizenship, ethnicity, color, religion, sex, veteran status, national origin, age, disability, sexual orientation, marital status or any other legally protected characteristic will not be tolerated. Harassment, both overt and subtle, is a form of employee misconduct that is demeaning to another person, undermines the integrity of the employment relationship, and is strictly prohibited.

If you wish to report an incident of sexual or other unlawful harassment, promptly report the matter to the General Manager, or your Manager. If the General Manager or your Manager is unavailable or you believe it would be inappropriate to contact him or her, you should immediately contact another member of Scores management team. Employees may raise concerns and make reports without fear of reprisal.

Any manager who becomes aware of possible sexual or other unlawful harassment must promptly advise senior management. All complaints will be investigated in a timely manner consistent with a fair and thorough inquiry and will be kept confidential to the extent possible.

Anyone engaging in sexual or other unlawful harassment will be subject to disciplinary action up to and including termination of employment.

Substance Abuse:

It is Scores desire to provide a drug-free, healthy and safe working environment. To promote this goal, you are required to report to work in the appropriate condition to perform your job in a satisfactory manner.

While on Scores premises and while conducting business related activities off Scores premises, no employee may use, possess, manufacture, distribute, sell, or be under the influence of controlled substances or illegal drugs. The legal use of prescribed drugs is permitted on the job only if it does not impair an employee's ability to perform the essential functions of his or her job effectively and safely and does not endanger other individuals in the workplace. The consumption of alcohol is prohibited on premises unless approved in advance by the General Manager.

Violations of this policy may lead to disciplinary action up to and including immediate termination of employment. Such violations may also have legal consequences. You are expected to cooperate fully in any investigation involving controlled or illegal substances. At its sole discretion, Scores may require an employee to participate in a substance abuse rehabilitation or treatment program.

If you have a drug or alcohol problem that has not resulted in, and is not the immediate subject of disciplinary action, you may request unpaid time off to participate in a rehabilitation or treatment program. Leave may be granted by Scores if you agree to abstain from use of the problem substance, abide by all Scores policies, rules, and prohibitions relating to conduct in the workplace, and if granting the leave will not, in Scores estimation, cause Scores undue hardship.

If you have any questions about this policy or issues related to drug or alcohol use in the workplace, you should raise your concerns with your manager without fear of reprisal. Additional information concerning this matter is located on page 29, under "drug testing," in this manual.

Workplace Solicitation and Distribution:

In an effort to assure a productive and harmonious work environment, persons not employed by Scores may not solicit or distribute non-business materials in the workplace at any time for any purpose.

Scores recognizes that employees may have interest in events and organizations outside the workplace; however, you should not solicit or distribute literature concerning these activities during working time.

Distribution of non-business related materials are prohibited in work areas at all times. In addition, the posting of written solicitations on company property is prohibited.

You may not solicit employees or clients in the workplace during working time, or use Scores resources (i.e., telephones, fax or mail systems) for the purposes of solicitation. In the event of unapproved solicitations or distributions from external sources, you should contact your manager immediately.

Non-Disclosure Agreement:

It is our policy to ensure that the operations, activities, and business affairs of Scores and our clients are kept confidential to the greatest extent possible.

Such confidential information includes, but is not limited to, the following examples...

- Client lists
- Scores corporate and/ or client financial information
- Marketing strategies
- Pending projects

- Confidential records
- Trade secrets
- Specifications
- Price lists
- Or other information which is proprietary in nature

Employee Categories:

Introductory Period

Your initial period of hire is known as an introductory employment period and generally lasts 6 months. It is intended to give you the opportunity to demonstrate your ability to achieve a satisfactory level of performance and to determine whether a new position meets your expectations. Scores uses this period to evaluate your capabilities, work habits, and overall job performance.

The fact that you complete the introductory period does not create a contract or guarantee of employment. Either you or Scores may end your employment at any time during or after the introductory period, with or without cause, advance notice or severance. Your employment at Scores is always "at-will".

Regular Full Time Employees - are those employees who are hired to work 35 hours a week or more on a regular basis. (Typically a 5 day workweek).

Regular Part Time Employees - are those employees who work less than 35 hours a week on a regular basis.

Hourly Employees - are those employees who are paid an hourly rate for the work they perform

Employment Applications:

Scores relies heavily on the accuracy of information provided to it by prospective and current employees. Any misrepresentations, falsifications, or material omissions of any information may result in Scores exclusion of the individual from further consideration for employment or, if the person has been hired or is a current employee, termination of employment.

Employment Reference Checks:

To ensure that individuals who join Scores are well qualified and have a strong potential to be productive and successful, it is the policy of Scores to check the employment references of all applicants.

Management will respond to all reference check inquiries from other employers. Responses to such inquiries will confirm only dates of employment, compensation, and position(s) held.

Immigration Law Compliance:

Scores complies with United States immigration law by employing only citizens of the United States and aliens who are authorized to work in the United States.

In compliance with the Immigration Reform and Control Act of 1986, all applicants must be able to provide proof of identification and authorization to work in the United States.

Each new employee, as a condition of employment, must complete the Employment Eligibility Verification Form I-9 and present documentation establishing identity and employment eligibility.

If you have questions or require more information on immigration law issues, you are encouraged to talk to your manager. You can raise questions

or complaints about immigration law compliance without fear of reprisal.

GENERAL RULES OF CONDUCT

GENERAL RULES OF CONDUCT

Employee Conduct and Responsibilities:

To ensure orderly operations and provide the best possible work environment, Scores expects you to follow rules of conduct that will protect the interests and safety of all employees and the organization.

Each employee is responsible for exercising good judgment as to his or her conduct in relation to Scores. You are expected to read and comply with the policies set forth in this handbook.

It is not possible to list all the forms of behavior that are unacceptable in the workplace. In general, you should avoid doing anything that interferes with the business operations or your fellow employees. **The following are examples of infractions of the rules of conduct that may result in disciplinary action up to and including termination of employment and criminal prosecution...**

- Theft or inappropriate removal or possession of money or property
- Falsification of employment applications, time records, deposit slips, register tapes, guest checks, or any other company record
- Fighting, threatening, or disruptive behavior in the workplace
- Negligence or improper conduct leading to damage of employer-owned or client-owned property
- Insubordination or other disrespectful conduct
- Violation of safety or health rules
- Smoking in prohibited areas
- Sexual or other unlawful harassment toward fellow employees or visitors

- Possession of dangerous or unauthorized materials, such as explosives or firearms in the workplace
- Excessive lateness, absenteeism or any absence without notice
- Unauthorized disclosure of business "secrets" or confidential information
- Violation of human resource policies
- Poor performance
- Disrespectful behavior toward a guest
- Personal use of Scores telephone, mail, fax, photocopy equipment, or supplies. [USE OF PERSONAL CELL PHONES OR BEEPERS IN THE SCORES' WORKPLACE IS STRICTLY PROHIBITED.]
- Accepting personal gifts from any vendor or outside source

THE FOLLOWING IS A LIST OF VIOLATIONS (SPECIFIC TO THIS PARTICULAR BUSINESS) THAT WILL RESULT IN AUTOMATIC TERMINATION:

- Improper checking of identification of questionable patrons
- Serving alcoholic beverages to underage patrons
- Use, personal sale or possession, or being under the influence of alcohol, narcotics or comparable substances
- Allowing narcotic use by patrons
- Gambling, or allowing gambling on the premises by any person
- Personal intoxication during the performance of ones duties, while on the clock
- Pandering or prostitution

- Solicitation or assignation for prostitution
- Lewd or lascivious behavior
- Solicitation for drinks or tips
- Obstructing law enforcement officials in the performance of their duties
- Serving intoxicated guests
- Serving of guests that are habitually addicted to alcohol after notice by family member
- Allowing open containers of alcoholic beverages to leave the premises, or allowing a violation of other Alcoholic Beverage Commission laws
- Tampering with the guest check or credit card slip of a guest
- Alteration of any guest check

General Courtesy:

The following guidelines have been established to maintain orderly procedures and to ensure a pleasant work environment.

The primary purpose of every employee's job is to better serve the guest. In order to provide our customers with the very best service we can provide the following points need to be observed:

Displaying A Positive Attitude:

No other factor has a greater impact on your ability to deal with people than your own attitude. It is important that you enjoy what you are doing and project that enjoyment to others.

Your posture, gestures, words and facial expression combine to project the warm friendly attitude required of our employees.

Always stand or sit erect, and look attentive. This lets guests and employees know you are interested in helping them and that you are approachable.

Do's

Smile. Use positive facial expressions.

Look directly at customers and your fellow employees when you speak to them. Eye contact is one of the most effective ways to communicate. This technique establishes good rapport by indicating your interest in listening and understanding. If you are talking to a group, move your attention around from person to person, trying to make brief eye contact with everyone.

Be attentive at all times. Never ignore a guest or supervisor by turning your back to them or by talking with fellow employees.

Project a friendly, concerned and respectful attitude.

Be a good listener.

Admit to your mistakes.

Don'ts - Avoid Negative Postures:

Leaning on rails, counters, etc. which implies you are too tired to be bothered.

Putting your feet up on equipment.

Crossing your arms in front of your chest.

Putting your hands in your pockets.

"Tunnel Vision". Always be sure of what is going on around you.

Personal Appearance:

Dress, grooming and personal cleanliness contributes to the morale of all of us and affects the business image Scores presents to clients and visitors.

During business hours, you are expected to present a clean and neat appearance and to dress according to the requirements of your position as laid down by the corporation.

When an employee is in the hospitality industry, a smile must be a part of their "uniform" and at no time should employees chew gum, eat or smoke while on duty.

Always wear your nametag where it is instantly visible. Customers and other employees feel more comfortable approaching you by name.

Since we are in the business of beauty, it is imperative that we look our best at all times. This includes entering and leaving the club.

If you have been given permission to come to Scores when you are not scheduled to work you are required to conform to the same dress code and standard of appearance as required of our guests.

Consult your manager if you have questions as to what constitutes appropriate attire or what is the dress code and standard of appearance as required of our guests.

Attendance and Punctuality:

Your work schedule has been developed to provide the necessary coverage for superior guest service. To provide the quality of service that our customers have come to expect, we count on you to be ready to start work at your appointed time, and to work your entire scheduled shift. You are

expected to be completely dressed, organized, and ready to start work in order to be considered on time.

To maintain a productive work environment, Scores expects you to be reliable and

punctual in reporting for scheduled work. Absenteeism and tardiness place an unfair burden on your co-workers. **In the rare instances when you cannot avoid being late to work or are unable to work as scheduled, you must notify your manager or a designated manager in advance of the anticipated tardiness or absence as soon as possible. If you are not able to report to work at the expected time, you must notify your manager by telephone before your expected reporting time.**

Depending on your department, if you call in sick, it is your responsibility to find a replacement for yourself. (Consult with your manager for the specifics of your department.)

Poor attendance and excessive tardiness are disruptive and may lead to disciplinary action up to and including termination of employment.

Time sheets and payroll records are legal documents. The falsification, misuse, or destruction of time sheets or payroll records is prohibited and may result in disciplinary action up to and including termination.

Work schedules are posted in the back hallway by the kitchen entrance. Daily and weekly work schedules may be changed from time to time at the sole discretion of Scores to meet varying business conditions. Changes in work schedules will be arranged as far in advance as possible. It is your responsibility to check your schedule weekly.

Payroll Procedures:

Employees are paid every two weeks. Checks are available on Fridays. You may see your manager to collect your paycheck.

There are no cash advances.

A current W-4 form must be on file and updated as necessary.

Performance Evaluation:

The first six (6) months of your employment are considered your introductory period in which to ascertain whether or not, as a result of your employment, we have established a mutually rewarding relationship. Your manager is responsible for observing and evaluating your performance. He or she will schedule performance reviews (formal or informal) with you regularly in order to give you both an opportunity to communicate relating to your work performance.

You will be evaluated on your job performance which includes attitude, skill and ability, efficiency, attendance, safety record, service and extra attention to guest's needs. Nothing less than your highest performance is expected.

Promotions:

Scores' policy is to fill job vacancies and higher rated jobs by the promotion of qualified employees within our company whenever reasonable. In considering an existing employee to fill an upgraded job, the following qualifications will be carefully taken into account:

Attitude

Skill and ability

Efficiency

Past disciplinary record

Attendance and safety record

Personal Data Changes:

Personal mailing address, telephone numbers, number and names of dependents and/or beneficiaries, individuals to be contacted in the event of an emergency and other personal information should be accurate and current at all times. It is your responsibility to notify your manager of any changes in your personal data.

Personal Property:

Scores attempts to restrict access to employee areas to those people who have proper identification and a legitimate need to enter. Even with such precautions, trespassing and thefts may still occur. You are encouraged to use the facilities provided to keep your personal property out of public view and locked up whenever possible. Ultimately, you are responsible for your personal property at work. Scores is not responsible, and will not reimburse you, for lost or stolen property.

Security is everyone's responsibility, not just management's. If you see and individual stealing, or suspect they could be stealing, it is your responsibility to do something about it. Notify management immediately.

Management reserves the right to inspect any packages or parcel entering or leaving the premises in the interest of safety and welfare of the company and its staff.

Safety:

It is our policy to provide all employees with safe and healthful working conditions and assist in establishing safe work methods and practices at all times.

You are all familiar with the expression "safety first". Maintaining a safe work environment is one of Scores top priorities. You should pay attention

to safety in the workplace. Follow every safety precaution and avoid taking unnecessary risks in your work. Report all unsafe habits and hazardous conditions to your immediate supervisor. In the event of an accident, injury or illness in the workplace, notify a manager or a co-worker at once. Familiarize yourself with the best way to get emergency or medical assistance. In the event of an emergency you can always call "911".

Civic and Political Activities:

Scores encourages you to participate in the political process. Your participation, however, should be as an individual citizen and not as a representative of Scores, or on behalf of our clients. Participation in the political process must take place during non-working hours and, as is true with any activity you participate in outside of work, you should avoid any real, potential, or perceived conflict of interest with your employment at Scores.

Please do your part to ensure that we are not involved with and / or subjected to events that may cause Scores damage in the media.

Drug Testing and Physical Examinations:

Scores is committed to providing a safe, efficient, and productive work environment for all employees. Using or being under the influence of controlled substances, illegal drugs, or alcohol on the job may pose serious safety and health risks. To help ensure a safe and healthy working environment, job applicants and employees for whom there is a reasonable suspicion may be asked to undergo drug testing to determine the presence of controlled substances, illegal drugs or alcohol.

Physical examinations may be required, at company expense, prior to beginning employment and may be periodically required on a non-discriminatory basis, as the company deems necessary.

Health Codes:

Scores feels there is no substitute for proper sanitary and safety procedures. We practice a strict a health code that we insist upon your following to the letter.

Wash your hands after doing anything that might contaminate the drinks or food you handle or prepare (i.e., eating, smoking, using the lavatory, combing your hair, etc.). Do not touch your face, hair, nose, or mouth while handling or serving food or drinks.

When handling glasses or dishes, do not let your fingers touch the beverage or food. And keep them off the rims of glasses and cups.

Smoking is permitted only in the areas and times designated by your General Manager (and in compliance with local ordinances).

Serious Diseases:

It is the policy of Scores that employees with infectious, long-term, life threatening, or other serious diseases may work as long as they are physically and mentally able to perform the duties of their job without undue risk to their own health or that of other employees or guests. A physician's release may be required of the employee in order to continue working at Scores.

Meetings:

Meetings will be held periodically, for your benefit, as well as that of the establishment. Failure to attend a mandatory scheduled meeting will be regarded by management as the same as not showing up for work and will dealt with accordingly.

Bulletin Boards:

Bulletin boards are provided to communicate information regarding work and related events. Weekly work schedules are posted here as well. You are required to check the employee bulletin board on a daily basis. Changes in schedules, procedures and/or policies, that you will be required to know and implement, will be posted on the bulletin board.

Use of Telephones and Supplies:

Telephones are necessary to conduct the business of certain positions at Scores. Employees of Scores may not make outgoing or receive incoming personal calls for any reason other than emergency situations. If you need to make a telephone call at work, please do so on your break or after your shift, using the pay phone. Cellular or mobile phones and beepers are strictly prohibited on club premises. Personal use of Scores supplies, postage, etc. is not permitted.

Teamwork:

Scores encourages its employees to function as a well coached team. Teamwork is defined as a joint action by a group of individuals. If a fellow employee is busy and you are not, it is your responsibility to help them in any way you can. If a fellow employee appears less than proficient at their job, Scores expects that their fellow employees will help them to develop their skills. This will lessen the burden for everyone else and assure our guests the best experience possible.

Housekeeping:

It is the responsibility of every employee to keep the establishment clean and organized. We want this to be a place you will be proud to work in. Please police the facility to assure that it remains totally immaculate at all times. Housekeeping is a direct reflection of our attitude and presentation.

Outside Employment:

Employees may decide to seek employment outside their regular working hours. Scores has no objection to this type of work when it does not interfere with work assigned in your area, and is not in the employ of a

competitor so as to create a conflict of interest. The General Manager must approve all outside employment.

Employment of Relatives:

The employment of relatives in the same area of an organization may cause actual or perceived conflicts of interest. Your relatives may be hired if the following guidelines are objectively enforced:

A relative will not be working directly for, or managing a relative and/or will not occupy a position in the same "chain of command" within the organization.

One relative's work responsibilities, salary or career progress should not be influenced by a relative.

Relatives may not be transferred into such a reporting relationship.

If Scores determines that a conflict or a perceived conflict exists, even if there is no management relationship involved, the parties may be separated by transfer if possible or appropriate, or may be terminated from employment. This policy applies equally if individuals become relatives while employed by Scores.

For the purpose of this policy, the definition of a relative includes a spouse, significant other, child parent, sibling, in-law, aunt uncle, niece, nephew,

grandchild, grandparent, legal guardian and other people sharing your household.

Dating:

Although your personal life is your own business, we do not allow certain situations that may cause actual or perceived conflicts of interest. In addition, we want to avoid any situations that may cause our service to our guests to suffer. Therefore:

Dating other employees or other personnel that are under your supervision is prohibited. Supervisors may not date fellow supervisors, or managers.

If Scores determines that a conflict or a perceived conflict exists, even if there is no management relationship involved, the parties may be separated by transfer if possible or appropriate, or may be terminated from employment.

Under no circumstances may a bartender or waitress (that are dating) work the same shift.

Employee Meals:

Scores provides employee meals at specially reduced prices. All employee meals must be paid for at the time of receipt in front of a manager. Eating a meal in guest areas is prohibited. Please speak with your manager for specifics on when and where you are allowed to eat your meal.

Employee Admission to the club when off duty /employee guest and relatives at the club.

Scores Employees are not permitted to visit the club or socialize in the club. When off duty on non-scheduled days. Employees must leave the club promptly after clocking out from their work shifts. You are not permitted to socialize in the club after your shift.

Friends and relatives of Scores employees are not permitted to visit or socialize at the club while an employee is working.

There are to be no exceptions to this policy. This policy will be strictly enforced, and any violation will result in immediate suspension or possible termination from Scores.

Timekeeping:

Time worked is all the time actually spent on the job performing assigned duties. Accurately recording time worked is the responsibility of every non-exempt employee. Federal and state laws require Scores to keep an accurate record of time worked in order to calculate employee pay. Please ensure that:

If you are an hourly employee, you must use your micro card issued to you upon hiring to record the time card, the time you begin and end your work, as well as the beginning and ending time of each break. Overtime worked must always be approved by your manager before it is performed.

It is your responsibility to accurately reflect your time worked by using your micro card. If correction or modifications are to be made, discuss them with your manager, he will make any corrections necessary.

Please Note That: Altering, falsifying, or tampering with time cards, or recording time on another employee's time record may result in disciplinary action up to and including termination of employment.

Corrective Action:

You are expected to meet Scores' standards for work performance, conduct and to adhere to our policies and procedures. Management has the discretion to use the corrective action process to address performance or conduct issues. The corrective action process provides a framework for you and your manager to resolve performance or conduct deficiencies.

At its discretion, Scores can invoke the disciplinary procedures described below. It is clearly understood that there will be many situations, including but not limited to, the introductory period when disciplinary action up to and including discharge, will be taken without reference to the corrective action procedure.

The goal of Scores' corrective action system is to provide a flexible, responsive and progressive process to give you reasonable opportunities to correct problems. The length of time a warning is in effect allows you to demonstrate sustained improvement in performance or conduct.

The corrective action procedure in no way alters the Employment at Will relationship. In the event of a performance or behavior problem, the following five (5) corrective action steps may take place. The process is as follows:

Informal Warning:

You and your manager will discuss the problem(s) and remedies will be suggested.

Formal Warning:

A formal warning will be given if the first coaching / counseling session, if this does not produce the expected improvement previously discussed you will be given a reasonable time frame to correct the unacceptable behavior.

Final Warning:

If improvement is not forthcoming, you will be put on probation.

Improvement:

If you have corrected the problem and have sustained improvement, you will be taken off probation. If the behavior recurs, you will be terminated immediately.

Termination:

If improvement is not apparent, employment will be terminated.

There are certain situations concerning disciplinary problems and unacceptable performance where informal, formal and final warnings and probation will not be required.

In some instances it may be necessary to suspend employment while an appropriate investigation is being carried out. In the event of suspension, you will be asked to leave Scores' premises.

Scores will then notify you of the results of the investigation. Whether you receive pay for the period of suspension will be determined by the findings of the investigation.

Employment Termination:

Termination of employment is an inevitable part of personnel activity within any organization. Since employment with Scores is based on mutual consent, both you and Scores have the right to terminate employment with or without cause, at any time.

If your employment is terminated you are responsible to return all Scores' property, including, but not limited to, materials or written information issued to you or in your possession or control, keys, identification cards, and equipment immediately upon request or upon termination of employment.

You will be responsible for treating confidential information appropriately.

Workers Compensation:

Scores provides a comprehensive worker's compensation insurance program at no cost to the employee on their first day of employment. This program covers any injury or illness sustained in the course of employment that requires medical, surgical, or hospital treatment. Subject to the guidelines of the Workman's Compensation Board of the State of New York.

If you sustain work related injuries or illnesses you must inform your supervisor or the general manager immediately.

NYS Disability Insurance

New York State Disability Insurance provides benefits for employees who are unable to work as a result of illness or injuries off of the job.

Disability insurance is subject to the rules and guidelines of the Workman's Compensation Board of the State of New York.

Employee Acknowledgment Form

Since the information, policies and benefits described here are necessarily subject to change, I acknowledge that revisions to Scores' policies as reflected in the handbook may occur. All such changes will be communicated through official notices, and I understand that revised information may supersede, modify, or eliminates existing policies.

Furthermore, I acknowledge that this handbook is not a contract of employment. I have received the handbook, and I understand that it is my responsibility to read and comply with the policies contained in this handbook and any revisions made to it.

EMPLOYEE'S SIGNATURE

DATE

EMPLOYEE'S NAME & POSITION HIRED FOR (typed or printed)

TO BE ATTACHED TO EMPLOYEES NEW HIRE PAPERWORK PACKAGE
AND MAINTAINED IN EMPLOYEES PERMANENT FILE.